

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

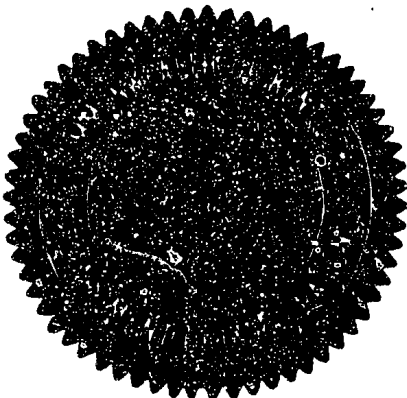
STANLEY STURMAN, P.S.C.

whose initial agent for process is STANLEY STURMAN, DMD

NO. 2 TRIANGLE MEDICAL CENTER

and whose address is LOUISVILLE, KENTUCKY 40220

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 27TH day of JANUARY, 1977.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE
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Commonwealth of Kentucky

ARTICLES OF INCORPORATION
OF
STANLEY STURMAN, P.S.C.

45467

The undersigned acting as incorporator of a corporation under Chapter 271A and Chapter 274.015 of the Kentucky Revised Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be:

STANLEY STURMAN, P.S.C.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized for the purpose of the practice of dentistry, including the practice of orthodontics and oral surgery; the corporation shall further have such corporate powers as are authorized by law, including the power of purchase and sale of real estate.

ARTICLE IV

The address of the registered office of the corporation is No. 2 Triangle Medical Center, Louisville, Jefferson County, Kentucky, 40220, and the name of the registered agent at that address is Stanley Sturman, DMD.

ARTICLE V

The total authorized capital of the corporation shall consist of one hundred (100) shares of common stock without par value, which shares shall have all voting power of the corporation.

ARTICLE VI

The name and address of the incorporator is:

STANLEY STURMAN, DMD
No. 2 Triangle Medical Center
Louisville, Kentucky 40220

ARTICLE VII

The name and address of the original shareholder is:

STANLEY STURMAN, DMD
No. 2 Triangle Medical Center
Louisville, Kentucky 40220

ARTICLE VIII

The incorporator, being the only incorporator, director, officer, and shareholder, declares that he is duly licensed to practice dentistry, including the practice of orthodontics and oral surgery.

ARTICLE IX

The affairs of the corporation shall be managed and conducted by a Board of Directors. At each annual meeting of stockholders, the stockholders, by a majority vote of those present in person or by proxy, shall determine the number of directors. It shall not be necessary for a director to be a stockholder of the company.

The number of directors constituting the initial Board of Directors shall be one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or his successors are elected and qualified, is as follows:

STANLEY STURMAN, DMD
No. 2 Triangle Medical Center
Louisville, Kentucky 40220

ARTICLE X

The corporation may enter contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which any of its directors

is a stockholder, director, or officer, and such contract or transaction shall not be invalidated or affected by the fact that such director or directors have or may have interest therein which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction, or even though the presence of said director or directors shall have been necessary to constitute a quorum; and no director or directors having such adverse interest shall be liable to the corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under, or by reason of, any such contract or transaction; nor shall any such director or directors be accountable for any gain or profit realized thereon; provided, however, that any such contract or transaction shall, at the time which it was entered into, have been a reasonable one to be entered into, and shall have been upon terms that at the time were fair. Any contract, transaction or act of the corporation, or of the directors which shall be ratified by a majority of a quorum of the stockholders then entitled to vote at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, or by these Articles of Incorporation, be as valid and binding as though ratified by every stockholder of the corporation.

ARTICLE XI

No holder of stock of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or hereafter authorized to be issued, or shares thereof held in the treasury of the corporation or securities convertible into

stock, whether issued for cash or other consideration or by way of dividend or otherwise.

ARTICLE XII

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (whether or not any such action is by or in the right of the corporation) by reason of the fact that any such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation in any capacity, against all expenses (including attorneys' fees), judgments, fines, and any amounts paid in settlement which were reasonably incurred by any such person, except to the extent that any such person shall have been finally adjudged not to have acted in good faith, and not in a manner reasonably believed by such person to be in the best interests of the corporation in the matters out of which the liability or expense arose and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of shareholders or otherwise.

ARTICLE XIII

The authority to make, amend, and repeal by-laws is expressly vested in the Board of Directors, subject to the power of the stockholders to change or repeal such by-laws.

IN TESTIMONY WHEREOF, witness the signature of the incorporator, this 26 day of January, 1977.


STANLEY STURMAN, DMD
Incorporator

STATE OF KENTUCKY
COUNTY OF JEFFERSON

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SS
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I, HARRY TRUBERT III, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation were this day produced before me in said State and County by Stanley Sturman, DMD, the incorporator, and were signed and acknowledged by him to be his free act and deed.

WITNESS MY SIGNATURE this 20 day of January,
1977.

MY COMMISSION expires: Notary Public State of Kentucky
My Commission Expires Aug 2, 1978

Harry Trubert III
NOTARY PUBLIC, KENTUCKY STATE AT LARGE

This Instrument was Prepared by:

LEVIN, YUSSMAN & SIMPSON
Attorneys at Law
805 Bank of Louisville Building
510 West Broadway
Louisville, Kentucky 40202

BY: Stuart Yussman
STUART YUSSMAN